APPENDIX A

IN THE COURT OF CHANCERY
OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

C.A. No. 18219-NC

EUGENIA GLADSTONE VOGEL,
Plaintiff,

v.

DAVID T. MCLAUGHLIN, *et al.*,
Defendants.

C.A. No. 18220-NC

ANTHONY MORATTA,
Plaintiff,

v.

INFINITY BROADCASTING CORPORATION, *et al.*,
Defendants.

C.A. No. 18221-NC

DEBECCA SIEGEL,
Plaintiff,

v.

MEL KARMAZIN, *et al.*,
Defendants.

C.A. No. 18224-NC

ANNE KLEIN,

Plaintiff,

v.

INFINITY BROADCASTING CORP., *et al.*,

Defendants.

C.A. No. 18227-NC

JOAN OTTO, FRANK PERNICE, VIRGINIA ROSENBERGER, LEONARD GANZ, LAUREN CAREY, SAM WIECHNER, CLAIRE RAND and PALMETTO PARTNERS LP,

Plaintiffs,

v.

DAVID T. MCLAUGHLIN, *et al.*,

Defendants.

C.A. No. 18228-NC

NALINE YASSIN,

Plaintiff,

v.

INFINITY BROADCASTING CORPORATION, *et al.*,

Defendants.

C.A. No. 18230-NC

YEHUDA GLATZER,

Plaintiff,

v.

DAVID T. MCLAUGHLIN, *et al.*,

Defendants.

C.A. No. 18231-NC

HOWARD GUNTY PROFIT SHARING PLAN,

Plaintiff,

v.

GEORGE H. CONRADES, *et al.*,

Defendants.

C.A. No. 18237-NC

HOWARD L. MILKIS,

Plaintiffs,

v.

DAVID T. MCLAUGHLIN, *et al.*,

Defendants.

C.A. No. 18241-NC

MICHAEL SHAW,

Plaintiff,

v.

DAVID T. MCLAUGHLIN, *et al.*,

Defendants.

C.A. No. 18257-NC

MIKE TAYLOR,

Plaintiff,

v.

DAVID T. MCLAUGHLIN, *et al.*,

Defendants.

ORDER OF CONSOLIDATION

It appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions.

IT IS, this 31st day of August. 2000, ORDERD AS FOLLOWS:

1. The above-captioned actions shall be consolidated for all purposes.

2. Hereafter, papers need only be filed in Civil Action No. 18219-NC.

3. The caption of the consolidated action shall be as follows:

4. The law firms of MILBERG WEISS BERSHAD HYNES & LERACH, LLP, One Pennsylvania Plaza, New York, NY 10119; ABBEY GARDY & SQUITIERI, LLP, 212 East 39th Street, New York, NY 10016; BULL & LIPSHITZ LLP, 246 West 38th Street, New York, NY 10018; CHIMICLES & TIKELLIS LLP, One Rodney Square, Wilmington, DE 19801; WOLF HALDENSTEIN ADLER FREEMAN HERZ, 270 Madison Avenue New York, NY 10016; WOLF POPPER LLP, 845 Third Avenue, New York, NY 10022; LAW OFFICES OF JAMES V. BASHIAN, P.C., Suite 2700, 500 Fifth Avenue, New York, NY 10110; SCHIFFRIN & BARROWAY, LLP, Suite 400, Three Bala Plaza East, Bala Cynwyd, PA 19004; CAULEY & GELLER, LLP, One Boca Place, Suite 421A, 2255 Glades Road, Boca Raton, FL 33431; ZWERLING SCHACHTER & ZWERLING LLP, Suite 2200 767 Third Avenue, New York, NY 10017; STULL STULL & BRODY, 6 East 45th Street, New York, NY 10017; GOODKIND LABATON RUDOFF & SUCHAROW LLP, Suite 1200, 100 Park Avenue, New York, NY 10017-5563; WECHSLER HARWOOD HALEBIAN & FEFFER LLP, 488 Madison Avenue, New

York, NY 10022; FARUQI & FARUQI LLP, 320 East 39th Street New York, NY 10016; BERNSTEIN LIEBHARD & LIFSHITZ LLP, 10 East 40th Street, New York, NY 10016; STULL STULL & BRODY, 6 East 45th Street, New York, NY 10017; WEISS & YOURMAN, Suite 1600, 551 Fifth Avenue, New York, NY 10176; BERGER & Montague, P.c. 1622 locust Street, Philadelphia, PA 19103; LAW OFFICES OF CURTIS V. TRINKO, LLP, 16 West 46th Street, 7th Floor, New York, NY 10036 and LAW OFFICES OF WALLACE A. SHOWMAN, P.C. Suite 2900, 1350 6th Avenue, New York, NY 10019 shall constitute plaintiffs' Committee of the Whole.

5. The Law firms of MILBERG WEISS BERSHAD HYNES & LERACH, LLP and ABBEY GARDY & SQUITIERI, LLP are hereby designated as plaintiffs' Co-Lead Counsel. The law firms of ROSENTHAL MONHAIT GROSS & GODDESS, P.A., Suite 1401, Mellon Bank Center, Wilmington, Delaware 19899 and CHIMICLES & TIKELLIS LLP, One Rodney Square, Wilmington, Delaware 19801 are hereby designated as Delaware Co-Liaison Counsel for plaintiffs.

6. All documents previously served and filed to date in any of the cases consolidated herein are deemed a part of the record in the consolidated action. The Complaint filed in Civil Action No. 18219 NC is hereby designated as the operative complaint in the consolidated action. Defendants need not respond to the complaints heretofore filed in the other constituent actions.

7. Plaintiffs' Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery

proceedings, and provide supervision and coordination of the activities of plaintiffs' counsel.

/s/ William B Chandler
WILLIAM B. CHANDLER

APPENDIX B

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE IN AND FOR NEW CASTLE COUNTY

CONSOL C.A. No. 18219

IN RE INFINITY BROADCASTING CORPORATION SHAREHOLDERS LITIGATION

DECLARATION OF U. SETH OTTENSOSER

I, U. SETH OTTENSOSER, hereby declares under penalty of perjury as follows:

1. I am associated with the law firm of Milberg Weiss Bershad Hynes & Lerach LLP, one of plaintiffs' Co-Lead Counsel in the above-referenced case (the "Action").

2. My firm has represented Eugenia Gladstone Vogel ("Ms. Gladstone Vogel") for many years and I have worked directly on several of those matters.

3. While the negotiations in this Action were ongoing, I regularly consulted with Ms. Gladstone Vogel. Before an agreement in principle on settlement terms was reached, I conveyed the proposed terms to Ms. Gladstone Vogel, explained events in the litigation to her and advised her of the risks of further litigation. Ms. Gladstone Vogel advised me that she agreed with the terms of the proposed settlement and authorized Milberg Weiss to settle the matter.

4. During the course of the Action, I worked closely with Steven G. Schulman of my office, and advised him of my litigation-related activities and communications with Ms. Gladstone Vogel.

Sworn to on this 20th day of September, 2001
New York, New York

/s/ U. Seth Ottensoser
U. SETH OTTENSOSER

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 21st day of September, 2001, copies of the foregoing Declaration Of U. Seth Ottensoser were served, by hand delivery, upon:

JON E. ABRAMCZYK, Esquire
MORRIS NICHOLS ARSHE & TUNNELL
1201 N. Market Street
Wilmington, Delaware 19899

KAREN L. VALIHURA, Esquire
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522 Greenhill Avenue
Wilmington, Delaware 19805

WILLIAM L. GARRETT, JR., Esquire
18B Trolley Square
Wilmington, Delaware, 19806

And a copy of the foregoing was sent, by Federal Express, to:

MICHAEL G. BRAUTIGAM, esquire
LAW OFFICES OF GENE MESH AND ASSOCIATES
2605 Burnet Avenue at Taft Road
Cincinnati, Ohio 45219

RICHARD B. BRUALDI, Esquire
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BART F. VIRDEN, Esquire
GORDON CARUTH & VIRDEN, P.L.C.
105 South Moose
Morrilton, Arkansas 72110

/s/ Norman M. Monhait
NORMAN M. MONHAIT